

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

In re:

THE FINANCIAL OVERSIGHT AND
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et al.*

Debtors.¹

PROMESA Title III

Case No. 17-BK-3283-LTS

(Jointly Administered)

**UNOPPOSED URGENT JOINT MOTION OF THE AD HOC GROUP OF GENERAL
OBLIGATION BONDHOLDERS, THE AD HOC GROUP OF CONSTITUTIONAL
DEBTHOLDERS, AND ASSURED GUARANTY CORP. AND ASSURED GUARANTY
MUNICIPAL CORP., FOR LEAVE TO EXCEED PAGE LIMIT WITH RESPECT TO
JOINT MOTION TO DISMISS THE PUBLIC DEBT CLAIM OBJECTIONS**

¹ The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (the "Commonwealth") (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

The Ad Hoc Group of General Obligation Bondholders (the “GO Group”); the Ad Hoc Group of Constitutional Debtholders (the “Constitutional Debtholders”); and Assured Guaranty Corp. and Assured Guaranty Municipal Corp. (together, “Assured”, and collectively with the GO Group and Constitutional Debtholders, the “Movants”) hereby file this unopposed urgent joint motion (the “Urgent Motion”) requesting entry of an order, substantially in the form attached hereto as Exhibit A, allowing Movants, in their capacities as claimants in the above-captioned Title III case, to file a joint motion to dismiss the (i) *Omnibus Objection of (I) Financial Oversight and Management Board, Acting through Its Special Claims Committee, and (II) Official Committee of Unsecured Creditors, Pursuant to Bankruptcy Code Section 502 and Bankruptcy Rule 3007, to Claims Filed or Asserted by Holders of Certain Commonwealth General Obligation Bonds* (ECF No. 4784,² the “2012-2014 Claim Objection”); (ii) the *Omnibus Objection of Official Committee of Unsecured Creditors, Pursuant to Bankruptcy Code Section 502 and Bankruptcy Rule 3007, to Claims Filed or Asserted by Holders of Certain 2011 Commonwealth General Obligation Bonds* (ECF No. 7057, the “2011 GO Claim Objection”); (iii) the *Omnibus Objection of Official Committee of Unsecured Creditors, Pursuant to Bankruptcy Code Section 502 and Bankruptcy Rule 3007, to Claims Filed or Asserted against Commonwealth by Holders of Certain Puerto Rico Public Buildings Authority Bonds* (ECF No. 8141, the “PBA Claim Objection”); and (iv) the *Omnibus Objection of the Lawful Constitutional Debt Coalition, Pursuant to Bankruptcy Code Section 502 and Bankruptcy Rule 3007, to Claims Filed or Asserted by Holders of Certain Bonds Issued or Guaranteed by the Commonwealth* (ECF No. 9730, the “Debt Coalition Objection,” and collectively with the 2012-2014 Claim Objection, the 2011 GO Claim Objection, and the PBA Claim Objection, the “Public Debt Claim”

² Unless otherwise indicated, all ECF numbers in this Urgent Motion refer to the docket in Case No. 17-3283-LTS.

Objections”) of no more than **eighty (80) pages**,³ in excess of the thirty-five (35) page limit set forth in the Tenth Amended Notice, Case Management and Administrative Procedures (ECF No. 8027, the “Case Management Procedures”). In support of this Urgent Motion, Movants respectfully state as follows:

JURISDICTION AND VENUE

1. The United States District Court for the District of Puerto Rico has subject-matter jurisdiction over this matter pursuant to Section 306(a) of PROMESA. Venue is proper pursuant to Section 307(a) of PROMESA.

BASIS FOR RELIEF REQUESTED

2. On January 14, 2019, the Oversight Board and the Official Committee of Unsecured Creditors (the “UCC”) filed the 2012-2014 Claim Objection.

3. On May 21, 2019, the UCC filed the 2011 Claim Objection.

4. On July 18, 2019, the UCC filed the PBA Claim Objection.

5. On July 24, 2019, this Court issued the *Order Regarding Stay Period and Mandatory Mediation*, staying the 2012-2014 Claim Objection, the 2011 Claim Objection, and the PBA Claim Objection (ECF No. 8244).

6. On December 19, 2019, this Court entered its *Interim Case Management Order* establishing a schedule for omnibus claim objections whereby any “omnibus objections disputing the validity of claims related to GO Bonds issued by the Commonwealth, bonds guaranteed by the Commonwealth, or bonds issued by the PBA” had to be filed by January 8, 2020. (ECF No. 9619 at pg. 6, the “Interim Case Management Order”).

³ To facilitate joinder by additional parties to the joint brief, Movants may separate certain arguments into a separate, supplemental filing. In no event, however, will the total number of pages of briefing submitted by Movants exceed the 80 pages requested in this Urgent Motion (absent further leave of the Court).

7. On January 8, 2020, the Lawful Constitutional Debt Coalition (the “LCDC”) filed the Debt Coalition Objection.

8. On January 8, 2020, the Official Committee of Retired Employees joined the 2012-2014 Claim Objection, 2011 Claim Objection, and PBA Claim Objection, and reserved its rights to join the Debt Coalition Objection.

9. Pursuant to paragraph 1 of the Interim Case Management Order, “opening brief(s) for the Identified Parties” relating to the litigation of the claim objections are to be filed no later than February 5, 2020 at 5:00 p.m. (Atlantic Standard Time). See Interim Case Management Order ¶ 1.

10. In accordance with the Interim Case Management Order, Movants plan to file a motion to dismiss the Public Debt Claim Objections on or before February 5, 2020. Movants respectfully request that they be allowed to exceed the thirty-five (35) page limit for memoranda of law in support of motions set forth in Section I.E of the Case Management Procedures and instead be allowed to file a joint memorandum of law in support of their Motion to Dismiss the Public Debt Claim Objections of no more than **eighty (80) pages**, exclusive of the cover page, tables of contents and authorities, signature pages, exhibits, certificate of service, and other required certifications.

11. Movants respectfully submit that to adequately discuss all points of argument in the Motion to Dismiss the Public Debt Claim Objections, they will require more than the thirty-five pages permitted in the Case Management Procedures.

12. Paragraph 5 of the Interim Case Management Order requires parties, “for issues on which their respective positions are aligned in any of the pleadings detailed in this Interim Case Management Order,” to “use reasonable efforts to draft a single brief and coordinate to minimize duplicative briefs.” See Interim Case Management Order ¶ 5. In keeping with this

admonition, Movants have been working collaboratively in an effort to file a joint Motion to Dismiss the Public Debt Claim Objections that will avoid “unduly repetitious and duplicative arguments.” See id. ¶ 4. If Movants were instead to file separate briefs, the potential would exist for up to one hundred and five (105) pages of briefing. By endeavoring to synthesize their arguments into a joint brief of no more than eighty (80) pages, Movants are attempting to reduce the total amount of briefing by up to twenty-five (25) pages and thereby increase efficiency and reduce the burden on this Court.

13. Movants further submit that, given the overall importance of this proceeding, it is critical and necessary that the Court be fully briefed on all issues to be included in the Motion to Dismiss the Public Debt Claim Objections. Thus, a modest forty-five page (45) extension – which reduces the overall number of pages filed – is crucial to ensure that the Court is fully briefed on all issues.

14. Moreover, the Public Debt Claim Objections and joinder to which Movants will be responding in their joint Motion to Dismiss contain approximately 80 pages of briefing. The number of pages Movants are requesting for their joint Motion to Dismiss is therefore commensurate with the number of pages to which Movants must respond.

15. Movants have conferred with the Oversight Board, UCC, LCDC, and Official Committee of Retired Employees, and **they do not object to the relief requested in this Urgent Motion.**

16. Accordingly, Movants respectfully request authorization to file a joint Motion to Dismiss the Public Debt Claim Objections of no more than eighty (80) pages, exclusive of the cover page, tables of contents and authorities, signature page, exhibits, certificate of service, and other required certifications. Movants submit that this request is reasonable and appropriate in light of the circumstances described above.

NOTICE

17. Notice of this Urgent Motion has been provided to the following entities, or their counsel, if known: (i) the U.S. Trustee; (ii) the Office of the U.S. Attorney for the District of Puerto Rico; (iii) the Puerto Rico Fiscal Agency and Financial Advisory Authority; (iv) the Oversight Board; (v) the Official Committee of Unsecured Creditors; (vi) the Lawful Constitutional Debt Coalition; (vii) the Official Committee of Retired Employees of the Commonwealth of Puerto Rico; (viii) the insurers of the bonds issued or guaranteed by the Debtors; (iv) certain *ad hoc* groups of holders of bonds issued or guaranteed by the Debtors; and (x) all parties that have filed a notice of appearance in the above-captioned Title III cases.

CERTIFICATION

18. In accordance with Section I.H. of the Case Management Procedures, the undersigned counsel certify that they have engaged in reasonable, good-faith communications with counsel for the Oversight Board, UCC, LCDC and Official Committee of Retired Employees, and **they do not object to the relief requested in this Urgent Motion**. As required by Local Bankruptcy Rule 9013-1(a)(2), the undersigned counsel certify that counsel has carefully examined the matter and concluded that there is a true need for expedited consideration of the Urgent Motion, and that the undersigned counsel have not created the urgency through lack of due diligence on their part.

NO PRIOR REQUEST

19. No prior request for the relief requested herein has been made by the Movants to this or to any other court.

WHEREFORE, Movants respectfully request that this Court enter an order substantially in the form attached hereto as Exhibit A granting the relief requested herein and granting such other relief as this Court deems just and proper.

Dated: New York, New York
February 4, 2020

/s/ Ramón Rivera Morales

J. Ramón Rivera Morales
USDC-PR Bar No. 200701
Andrés F. Picó Ramírez
USDC-PR Bar No. 302114
JIMÉNEZ, GRAFFAM & LAUSELL
P.O. Box 366104
San Juan, PR 00936
Telephone: (787) 767-1030
Facsimile: (787) 751-4068
Email: rrivera@jgl.com

/s/ Lawrence S. Robbins

Lawrence S. Robbins (admitted *pro hac vice*)
Gary A. Orseck (admitted *pro hac vice*)
Kathryn S. Zecca (admitted *pro hac vice*)
Donald Burke (admitted *pro hac vice*)
ROBBINS, RUSSELL, ENGLERT, ORSECK,
UNTEREINER & SAUBER LLP
2000 K Street, N.W., 4th Floor
Washington, DC 20006
Telephone: (202) 775-4500
Facsimile: (202) 775-4510
Email: lrobbins@robbinsrussell.com

/s/ Andrew N. Rosenberg

Andrew N. Rosenberg (admitted *pro hac vice*)
Karen R. ZEITUNI (admitted *pro hac vice*)
PAUL, WEISS, RIFKIND, WHARTON
& GARRISON LLP
1285 Avenue of the Americas
New York, NY 10019
Telephone: (212) 373-3000
Email: arosenberg@paulweiss.com

Counsel to the Ad Hoc Group of General Obligation Bondholders

G. CARLO-ALTIERI LAW OFFICES, LLC

By: /s/ Gerardo A. Carlo

Gerardo A. Carlo
USDC PR No. 112009
Telephone: (787) 247-6680
gacarlo@carlo-altierilaw.com

By: /s/ M^a Mercedes Figueroa y Morgade

M^a Mercedes Figueroa y Morgade
USDC PR No. 207108
Telephone: (787) 234-3981
figueroaymorgadelaw@yahoo.com

254 San Jose St., Third Floor
San Juan, Puerto Rico 00901
Telephone: (787) 247-6680
Facsimile: (787) 919-0527

MORRISON & FOERSTER LLP

By: /s/ Gary S. Lee

James M. Peck (admitted *pro hac vice*)
Gary S. Lee (admitted *pro hac vice*)
Lena H. Hughes
Andrew R. Kissner (admitted *pro hac vice*)
250 West 55th Street
New York, New York 10019
Telephone: (212) 468-8000
Facsimile: (212) 468-7900
jpeck@mofo.com
glee@mofo.com
lhughes@mofo.com
akissner@mofo.com

-and-

Joseph R. Palmore
2000 Pennsylvania Avenue, NW
Washington, D.C. 20006
Telephone: (202) 887-6940
Facsimile: (202) 887-0763
jpalmore@mofo.com

Counsel for the Ad Hoc Group of Constitutional Debtholders

CASELLAS ALCOVER & BURGOS P.S.C. CADWALADER, WICKERSHAM & TAFT LLP

By: /s/ Heriberto Burgos Pérez

Heriberto Burgos Pérez
USDC-PR 204809
Ricardo F. Casellas-Sánchez
USDC-PR 203114
Diana Pérez-Seda
USDC-PR 232014
P.O. Box 364924
San Juan, PR 00936-4924
Telephone: (787) 756-1400
Facsimile: (787) 756-1401
Email: hburgos@cabprlaw.com
rcasellas@cabprlaw.com
dperez@cabprlaw.com

*Attorneys for Assured Guaranty Corp. and
Assured Guaranty Municipal Corp.*

By: /s/ Howard R. Hawkins, Jr.

Howard R. Hawkins, Jr.*
Mark C. Ellenberg*
William J. Natbony*
Ellen M. Halstead*
Thomas J. Curtin*
Casey J. Servais*
200 Liberty Street
New York, NY 10281
Telephone: (212) 504-6000
Facsimile: (212) 504-6666
Email: howard.hawkins@cwt.com
mark.ellenberg@cwt.com
bill.natbony@cwt.com
ellen.halstead@cwt.com
thomas.curtin@cwt.com
casey.servais@cwt.com

* Admitted *pro hac vice*

*Attorneys for Assured Guaranty Corp. and Assured
Guaranty Municipal Corp.*

CERTIFICATE OF SERVICE

I hereby certify that I filed this document electronically with the Clerk of the Court using the CM/ECF System, which will send notification of such filing to all parties of record in the captioned case.

At New York, New York, the 4th day of February, 2020.

By: /s/ Howard R. Hawkins, Jr.
Howard R. Hawkins, Jr.*
*admitted pro hac vice